

# Example of Articles of Incorporation

## Articles of Incorporation of [Name of Board]

We, the undersigned natural persons of age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the State of [state of incorporation]:

1. The name of the Corporation is "[Name of Board]."
2. The period of duration is perpetual.
3. (a) (1) The corporation is organized and shall be operated exclusively for charitable, scientific, or education purposes including for such purposes the making of distribution to organizations, formed and operated exclusively for public charitable purposes and qualifying for exemption from taxation under Section 501 (c) (3) of the Internal Revenue Code. (Hereinafter cited as "I.R.C." Reference herein to the I.R.C. also refers to the corresponding provisions of any future United States I.R.C. Law).

(2) The corporation shall promote and support adequate earthquake risk reduction and management in the United States and the states of [enumerate]; shall formulate and improve the administration of earthquake affairs through the Departments and agencies of their respective state and federal government of the United States.

(3) The corporation shall promote earthquake risk reduction and management and shall address the risk reduction, emergency response and recovery planning, public education, and other related matters. For the

purpose of these Articles of Incorporation and this corporation, earthquake risk management is hereby defined to mean protection from physical destruction or damage whether such damage or destruction shall be man-made or the result of the elements or geologic hazards, and the rendition of aid and assistance to people, organizations and other entities required as a result of such physical destruction or damages.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of [state of incorporation], and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz.:

Acting through its Board of Directors, its Chairperson and other officers, subject to the powers and restrictions of the Articles of Incorporation, and its Bylaws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property, to enter into, make perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth

in the Articles of Incorporation and not forbidden by the laws of the State of \_\_\_\_\_.

To have offices and promote and carry on its objects and purposes within or without the State of [state of incorporation] in other states of the United States.

In general, to have all powers conferred upon a corporation by the laws of the State of [state of incorporation], except as herein prohibited, or forbidden by the Bylaws of this corporation.

(b) The Corporation shall be a non-profit corporation and none of its assets shall ever be returned or inure to the benefit of the members or officers or directors thereof, or other private persons, but shall be used exclusively for the aims and purposes of the corporation. In the event of the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized exclusively for religious charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) I.R.C. as the Board of Directors shall determine. Any of the assets not so disposed of, shall be disposed by the court having jurisdiction over such matters, exclusively for such purposes or to such organizations as such court shall determine which are organized and operated exclusively for such purposes.

(c) (1) No part of the net earnings of the corporation shall inure to the benefit or be distributed to the benefit of the members or officers or directors thereof or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payment and distribution in furtherance to this purpose.

(2) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the I.R.C. or (2) a corporation contributions to which are deductible under Section 170 of the I.R.C

4. The corporation may have officers and authorized agents and promote and carry out its purposes and objects within and without the State of [state of incorporation].

5. The corporation shall not have any stockholders. The corporation shall be made up of the membership of the coalition. Each member of the coalition shall be a member of the Board of Directors and the right to one (1) vote.

(a) Membership shall be open and available to the state of the coalition and the Federal Emergency Management Agency as provided by a 3 A of the Bylaws.

(b) SPECIAL PROVISIONS. (1) Neither an amendment to the Articles of Incorporation or the adoption of a plan for the dissolution of the corporation may be undertaken without the two-thirds (2/3) approval of the membership. (2) The majority of the membership shall have the sole authority to adopt or amend the Bylaws provided no adopted Bylaws nor any amendment thereto shall be made which is inconsistent with these Articles of Incorporation or any

provision of the State of [state of incorporation].

6. The term of the members of the Board of Directors shall be governed and set out by the Bylaws, which shall be consistent with the requirements as declared in Article Five above.
7. The regulation of the internal affairs of the corporation shall be as set out in the Bylaws. Provision for distribution or final liquidation shall be as declared in Article Three above.

8. The address, including street and number, of the initial registered office is [address] and the name of its initial registered agent at such address is [address].
9. The number of Directors constituting the initial Board of Directors is \_\_\_\_\_ and the name and address including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors be appointed and qualified are: [enumerate]